

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
: In re : Chapter 11  
: :  
: DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
: :  
: Debtors. : (Jointly Administered)  
: :  
-----X

ORDER UNDER 11 U.S.C. § 107(b) AND FED. R. BANKR. P. 9018  
AUTHORIZING DEBTORS TO FILE REDACTED VERSION  
OF FINANCE OUTSOURCING AGREEMENT

("FINANCE OUTSOURCING REDACTION ORDER")

Upon the application, dated March 29, 2007 (the "Application"), of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order Under 11 U.S.C. § 107(b) And Fed. R. Bankr. P. 9018 Authorizing Debtors To File Redacted Version Of Finance Outsourcing Agreement; and it appearing that pursuant to Fed. R. Bankr. P. 9018, no notice of the relief requested in the Application need be provided; and this Court having determined that the relief requested in the Application is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and after due deliberation thereon; and good and sufficient cause appearing therefor,

IT IS HEREBY ORDERED, ADJUDGED AND DECREED THAT:

1. The Application is GRANTED.
2. Pursuant to 11 U.S.C. § 107(b) and Fed. R. Bankr. P. 9018, the Debtors are authorized to file a redacted version of the agreement between Genpact International, LLC

("Genpact") and Delphi (the "Finance Outsourcing Agreement") as an exhibit to a motion for approval of such agreement that the Debtors intend to file.

3. Unredacted versions of the Finance Outsourcing Agreement (and any confidential, non-public information derived from the Finance Outsourcing Agreement) shall remain confidential and be served on and made available only to (i) the United States Trustee for the Southern District of New York, (ii) counsel to the Official Committee of Unsecured Creditors, and (iii) such other parties as ordered by this Court or as agreed to in writing by the Debtors and Genpact.

4. Except as otherwise agreed to by the Debtors and Genpact, any pleadings filed by a third party in these cases that reference or disclose any of the redacted information contained in the Finance Outsourcing Agreement shall be filed under seal or redacted and served only on those parties authorized to receive the Finance Outsourcing Agreement, as provided for in paragraph 3 of this order.

5. The requirement pursuant to Rule 9013-1(b) of the Local Bankruptcy Rules for the Southern District of New York that the Debtors file a memorandum of law in support of the Application is hereby waived.

6. This Court retains jurisdiction to enforce this order and preserve the confidentiality of the Finance Outsourcing Agreement and the sensitive information contained therein, and to impose sanctions on any person or entity which violates this order.

Dated: New York, New York  
March \_\_, 2007

---

UNITED STATES BANKRUPTCY JUDGE